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Special Labor Counsel to the Debtors
and Debtors in Possession

In re:	:	UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF NEW JERSEY
SHAPES/ARCH HOLDINGS L.L.C., et al.,	:	CHAPTER 11
Debtors.	:	CASE NO. 08-14631 (GMB)
	:	Hearing Date: September 30, 2008 at 2:00 p.m.

**FIRST AND FINAL APPLICATION OF STEVENS & LEE, P.C., AS SPECIAL LABOR
COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION, FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD FROM MARCH 16, 2008 THROUGH AUGUST 8, 2008**

TO: HONORABLE GLORIA M. BURNS
UNITED STATES BANKRUPTCY JUDGE

Pursuant to 11 U.S.C. § 330, Federal Rule of Bankruptcy Procedure 2016 and Local Rule of Bankruptcy Procedure (“LRBP”) 2016-1, this first and final application for compensation and reimbursement of expenses (the “Application”) is filed by the law firm of Stevens & Lee, P.C. (“S&L”), special labor counsel to Shapes/Arch Holdings L.L.C. and its related debtor entities, the debtors and debtors-in-possession (collectively the “Debtors”)¹, requesting compensation and reimbursement of expenses for services provided to the Debtors for the period from March 16, 2008 through August 8, 2008 (the “Application Period”). In support of its Application, S&L respectfully states as follows:

1. On March 16, 2008 (the “Petition Date”), the Debtors filed their petitions for relief under Chapter 11, Title 11 of the United States Code (the “Bankruptcy Code”).

2. The Debtors’ Third Amended Joint Chapter 11 Plan of Reorganization, as modified (the “Plan”) was confirmed on July 22, 2008 and became effective on August 8, 2008.

3. As special labor counsel for the Debtors, S&L rendered services in these cases, during the Application Period, which are detailed in the Section I and II of the Fee Application Cover Sheet and in the Affidavit of Paul R. Lewis (the “Lewis Affidavit”), filed herewith.

4. That as special labor counsel for the Debtors, S&L incurred out of pocket expenses in accordance with Section III of the Fee Application Cover Sheet filed herewith.

¹ In addition to Shapes/Arch Holdings L.L.C. (“Shapes/Arch”), the following entities, all of which are wholly owned subsidiaries or Shapes/Arch, also filed petitions on the Petition Date (defined below): Shapes L.L.C. (“Shapes”); Delair L.L.C. (“Delair”); Accu-Weld L.L.C. (“Accu-Weld”); and Ultra L.L.C. (“Ultra”).

5. For reasons set forth herein, including the narrative set forth in the Lewis Affidavit, S&L believes that the fees requested represent reasonable compensation for actual, necessary services rendered to the Debtors in these cases.

WHEREFORE, S&L respectfully requests an award of \$171,948.50 in legal fees, together with reimbursement for out-of-pocket expenses in the amount of \$3,249.76, for a total award as special labor counsel for the Debtors during the Application Period in the amount of \$175,198.26.

Dated: September 5, 2008

STEVENS & LEE, P.C.

By: /s/ John C. Kilgannon
John C. Kilgannon, Esq.
Robert Lapowsky, Esq.
Paul R. Lewis, Esq.

Special Labor Counsel to the Debtor and
Debtor in Possession